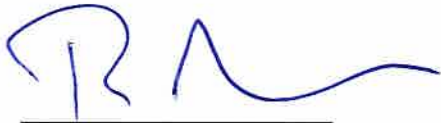


OFFICER'S CERTIFICATE
MANDARIN ORIENTAL INTERNATIONAL LIMITED

8 December 2025

The undersigned, solely in their capacity as a director of Mandarin Oriental International Limited (the "**Company**") and not in their personal capacity, does hereby certify that:

- (i) attached hereto as Exhibit A is a true and correct copy of an extract of the resolution validly passed in accordance with the Bye-Laws of the Company at the special general meeting of the shareholders of the Company (the "**Resolution**"), held on 8 December 2025 (the "**Special General Meeting**"); and
- (ii) the Resolution passed at the Special General Meeting has not been amended, revoked or rescinded and is in full force and effect as at the date hereof.



Name: Richard Solomons

Position: Director

Exhibit A

"THAT for the purpose of giving effect to the scheme of arrangement dated 14 November 2025 proposed to be made between the Company and the Scheme Shareholders (as defined in the said scheme of arrangement) under section 99 of Companies Act 1981 of Bermuda (the "**Companies Act**"), a print of which has been produced to this meeting and, for the purposes of identification, has been signed by the chair of this meeting, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and as may be agreed between the Company, Jardine Strategic Limited and Jardine Matheson Holdings Limited (the "**Scheme**");

- (a) the Acquisition be and is hereby approved and that the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary, desirable or appropriate in connection with the implementation of the Acquisition (including the Scheme) including without limitation, the giving of consent to any modification of, or addition to, the Scheme, which the Court may see fit to impose, to execute any and all documents and to do all other acts and things as considered by them necessary, desirable or appropriate in order to give effect to the Acquisition (including the Scheme); and
- (b) with effect from the passing of this resolution, the Bye-Laws of the Company be and are hereby amended by the adoption and inclusion of the following new bye-law 146:

"Scheme of arrangement"

146

(A) In this bye-law 146, references to the "Scheme" are to the scheme of arrangement under section 99 of the Companies Act 1981 between the Company and the Scheme Shareholders (as defined in the Scheme) dated 14 November 2025, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company, Jardine Strategic Limited ("**Bidco**") and Jardine Matheson Holdings Limited and (save as defined in this bye-law 146) expressions defined in the Scheme or the scheme document dated 14 November 2025, as the case may be, shall have the same meanings in this bye-law 146.

(B) Notwithstanding any other provision of these bye-laws, the Company is prohibited from issuing shares between the Scheme Record Time and the Acquisition Effective Date.

(C) Notwithstanding any other provision of these bye-laws and subject to the Scheme becoming effective, if any shares are issued or transferred out of treasury to any person (other than to Bidco, a member of the Jardine Matheson Group or its nominee(s)) (a "**New Member**") at or after the Scheme Record Time, such shares (the "**Disposal Shares**") shall be immediately transferred by the New Member to Bidco (or to such person as Bidco may otherwise direct) (the "**Purchaser**") who shall be obliged to acquire all of the Disposal Shares in consideration of and conditional upon the payment by or on behalf of Bidco to the New Member of an amount in cash for each Disposal

Share equal to the Scheme Value to which a New Member would have been entitled had such Disposal Share been a Scheme Share.

(D) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Acquisition Effective Date, the value of the consideration for each Disposal Share under bye-law 146 may be adjusted by the Directors in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this bye-law 146 to such shares shall, following such adjustment, be construed accordingly.

(E) To give effect to any transfer of Disposal Shares required by this bye-law 146, the Company may appoint any person as attorney or agent for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to transfer the Disposal Shares to the Purchaser and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney or agent be necessary or desirable to vest the Disposal Shares in the Purchaser or its nominee(s) and pending such vesting to exercise all such rights attaching to the Disposal Shares as Bidco may direct. If an attorney or agent is so appointed, the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Disposal Shares unless so agreed by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of transfer (whether as a deed or otherwise) on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser and/or its nominee(s) and the Company may give a good receipt for the consideration for the Disposal Shares and may register the Purchaser and/or its nominee(s) as holder thereof and issue it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Disposal Shares. The Purchaser shall settle or procure the settlement of the consideration due to the New Member pursuant to bye-law 146(C) above by sending a cheque drawn on a US clearing bank in favour of the New Member (or any subsequent holder), or any alternative method communicated by the Purchaser to the New Member for the purchase price of such Disposal Shares within 14 days of the date on which the Disposal Shares are issued or transferred to the New Member.

(F) Notwithstanding any other provision of these bye-laws, neither the Company nor the Directors shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Acquisition Effective Date other than to the Purchaser and/or its nominee(s) pursuant to the Scheme.

(G) If the Scheme shall not have become effective by the Long Stop Date of the Scheme, this bye-law 146 shall cease to be of any effect.””